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Item 1 – Cover Page

Performance Equity Management, LLC

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March 29, 2016

This brochure provides information about the qualifications and business practices of Performance Equity Management, LLC (“PEM LLC”). If you have any questions about the contents of this brochure, please contact us at (203) 742-2406. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about PEM LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

PEM LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information about which you determine to hire or retain an investment adviser.

Since the firm markets its private equity interests to qualified purchasers, the firm has constructed the content of this material for recipients who meet the criteria of a qualified purchaser.

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## **Item 2 – Material Changes**

This Item discusses only specific material changes that were made to our brochure since the date of our last annual update, dated March 25, 2015. Since that date, there have been no material changes to the brochure; however, PEM LLC has made certain non-material changes to, among other things, clarify certain potential conflicts and risks.

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#### **Item 4 – Advisory Business**

PEM LLC is a Delaware limited liability company. PEM LLC is owned by Performance Equity Associates which holds a 51% interest and General Motors Investment Management Corporation (“GMIMCo”) which holds a 49% interest in PEM LLC.

PEM LLC offers discretionary and non-discretionary investment supervisory and related services to separate account clients and/or funds with respect to private market assets and has entered into a subadvisory agreement with GMIMCo, a wholly-owned subsidiary of General Motors Company (“GM”), as described below. Its fund clients consist of private investment-related funds (“Private Investment Funds”) for which PEM LLC acts as investment adviser. PEM LLC also acts as the manager of each general partner (“General Partner”) of a particular Private Investment Fund. PEM LLC has been in business since June 2005. In addition, one or more officers or managing directors of PEM LLC may have an interest in the General Partner of a Private Investment Fund.

PEM LLC provides portfolio management to its Private Investment Funds and also provides subadvisory services. Each General Partner has delegated to PEM LLC, as investment adviser, the authority to make all investment decisions for the Private Investment Funds. Each of the existing Private Investment Funds has entered into an investment management agreement with PEM LLC. The investment advisory services provided to the Private Investment Funds consist primarily of identifying and evaluating investment opportunities, negotiating investments, managing and monitoring investments and achieving dispositions of such investments. From time to time, PEM LLC personnel acting on behalf of a Private Investment Fund may serve on a portfolio company’s board of directors or otherwise act to influence management of companies in which such Fund holds an investment. In addition, such persons may serve on advisory boards of any underlying investment fund in which clients have invested.

To the extent PEM LLC enters into an agreement with a client for separate account management, PEM LLC works with such clients to help determine how best to manage their assets. In such a case, a client may impose restrictions on PEM LLC with respect to investing such separate account in certain securities or types of securities.

PEM LLC’s discretionary assets under management are equal to \$5,097,540,000 for the period ended September 30, 2015 (estimated to be approximately \$4,896,163,000 as of December 31, 2015). PEM LLC’s non-discretionary assets under management are equal to \$7,770,877,000 as of December 31, 2015.

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## Item 5 – Fees and Compensation

PEM LLC will be delivering this brochure only to “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940.

The specific manner in which fees are charged by PEM LLC is established in a client’s written agreement with PEM LLC. All fees are subject to negotiation. PEM LLC generally will bill its fees on a quarterly basis in advance. However, clients may elect to be billed in advance or arrears each calendar quarter. At this time, fees for PEM LLC’s funds are paid at the start of the quarter. For GMIMCo, the fees are paid in arrears and are invoiced monthly. Fees and compensation are discussed in further detail in Item 6. Also, clients may elect to be billed for fees or to authorize PEM LLC to debit fees directly from client accounts.

PEM LLC’s fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which are borne by the client. Clients may also incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, underlying fund fees and expenses, and other fees and taxes on brokerage accounts and securities transactions.

Management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter are charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

PEM LLC (or the general partner of a fund managed by PEM LLC) and/or its affiliate, GMIMCo, may also receive fees or other compensation (“Portfolio Fees”) directly or indirectly from companies whose securities are held directly or indirectly (e.g. via a fund) by PEM LLC discretionary fund (or the general partner of such a fund) and separate account clients and/or GMIMCo clients (such companies, “Portfolio Companies”). Portfolio Fees include: (i) directors’ fees received by PEM LLC (or a fund’s general partner) or its employees; (ii) PEM LLC’s (or such fund’s) *pro rata* portion of break-up fees received by PEM LLC (or such fund’s general partner), or its employees; and (iii) consulting, commitment, advisory, monitoring and similar fees received by PEM LLC (or such fund’s general partner) or its affiliates in respect of services provided to portfolio companies and investments made by PEM LLC (or the Fund), in each case excluding any portion of those fees attributable to parallel and similar vehicles. Any such Portfolio Fees received by PEM LLC (or the general partner of a fund managed by PEM LLC) will be used to offset the advisory fees payable by the applicable PEM LLC discretionary fund and separate account clients. For the avoidance of doubt, any such fees received in respect of a parallel vehicle, side-by-side investment or similar vehicle or

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investment, including any fees that may be payable to GMIMCo as a result of side-by-side investments by its clients, are not Portfolio Fees and will not be offset against PEM LLC's advisory fee.

Item 12 further describes the factors that PEM LLC considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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## **Item 6 – Performance-Based Fees and Side-By-Side Management**

### In General

PEM LLC generally receives a management fee from a Private Investment Fund based on a percentage of assets under management, the terms of which are set forth in a Fund's limited partnership agreement. An affiliate of PEM LLC, the General Partner of a Private Investment Fund, generally receives a carried interest in a Private Investment Fund which is based on the portfolio's return. The carried interest, which may be considered a performance fee, is structured to comply with Section 205 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Private Investment Funds invest on a long-term basis. Accordingly, carried interest and management fees are earned throughout the term of a Private Investment Fund and investors are generally not permitted to withdraw or redeem interests in a Private Investment Fund. Performance-based fee arrangements create an incentive for PEM LLC to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. PEM LLC has procedures designed and implemented to ensure that all clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among clients. Among other things, PEM LLC maintains an allocation policy to mitigate the risk posed by incentive-based compensation arrangements. PEM also maintains a Code of Ethics setting forth the requirements under the Advisers Act and has other policies designed to further mitigate risks posed by potential conflicts of interest.

### Subadvisory Services

PEM LLC has entered into a Subadvisory Agreement with GMIMCo pursuant to which PEM LLC provides private market investment management services to GMIMCo with respect to clients of GMIMCo. PEM LLC generally functions as a non-discretionary investment adviser with respect to employee benefit plans of GM, its affiliates and certain other accounts advised by GMIMCo. With respect to certain employee benefit plans, PEM LLC may generally be reimbursed for most costs incurred by PEM LLC relating to such clients to the extent permitted by applicable law. Other compensation arrangements may be negotiated by PEM LLC and GMIMCo.

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## **Item 7 – Types of Clients**

PEM LLC provides portfolio management services to Private Investment Funds and corporate pension and profit-sharing plans.

Investment in a Private Investment Fund generally requires a minimum capital commitment, which currently ranges from \$5 million up to \$50 million, depending on the particular Private Investment Fund, which may be waived by PEM LLC in its discretion. The General Partner of the Private Investment Fund generally will also make a commitment to the Private Investment Fund in an amount equal to or greater than a certain percentage of the aggregate commitments of the limited partners of such Private Investment Fund (generally 0.5%-1.0%). Such General Partner's commitment may be made or increased on terms that are different from those of the Private Investment Fund's limited partners, including without limitation, different arrangements with respect to the payment of interest and certain fees.

Separate account client services generally require a minimum account size of \$100 million, which may be waived by PEM LLC in its discretion.



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## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. The method of analysis used by PEM LLC is driven by fundamental research derived from both internal and external sources. These sources include, but are not limited to, research provided by institutions and the financial community, internally-generated analysis of potential investment opportunities, industry and trade publications, rating and other services, as well as meetings with management of potential portfolio companies and related due diligence. PEM LLC may use resources of GMIMCo in connection with its research and analysis. PEM LLC may seek management rights for the benefit of the fund in connection with investments, including board or observer rights.

### Methods of Analysis and Investment Strategies

As stated above, PEM LLC provides investment advice to Private Investment Funds with different investment objectives, policies and strategies. PEM LLC analyzes potential investments with respect to the Private Investment Funds as follows:

#### Performance Direct Investments I, L.P. (“Direct Fund I”), Performance Direct Investments II, L.P. (“Direct Fund II”) & Performance Direct Investments III, L.P. (“Direct Fund III”)

In screening potential investments for Direct Fund I, Direct Fund II and Direct Fund III, PEM LLC analyzes the potential investment using a number of factors, including:

- target company strategy
- attractiveness of industry
- historical financial results
- quality of management
- board composition
- revenue and cash flow growth potential
- competition
- size of investment
- valuation

Potentially attractive opportunities are then subjected to due diligence review by PEM LLC, using both internal and external sources. Potential investments which are given preliminary approval are subject to final approval following review of, among other factors:

- projected return on investment
- industry attractiveness
- company’s relative position in its industry
- valuation of company
- management team depth and experience
- type of security offered
- alignment of interest with the deal sponsor.

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The investment strategy for Direct Fund I, Direct Fund II and Direct Fund III has resulted in a portfolio diversified across a number of target business sectors with concentrated investments particular to certain sectors permissible.

Performance Global Fund of Funds I, L.P. (“Global Fund of Funds”), Performance Buyout Fund of Funds, L.P. (“Buyout Fund of Funds”), Performance Buyout Fund of Funds II, L.P. (“Buyout Fund of Funds II”) & Performance Buyout Fund of Funds II Parallel, L.P. (“Buyout Fund of Funds II Parallel”)

In screening investments for Global Fund of Funds, Buyout Fund of Funds, Buyout Fund of Funds II and Buyout Fund of Funds II Parallel, PEM LLC focuses on its established relationships with private equity managers, the experience of its investment personnel in private equity investing and analyzes potential investments based upon the following factors:

- management team
- transaction sourcing
- investment strategy
- prior performance history
- terms and conditions

Potential investments may be sourced from fund sponsors, limited partner relationships, placement agents, financial intermediaries or through GMIMCo and its affiliates. These funds are closed to new investors.

Performance Venture Capital, L.P. (“Venture Fund I”), Performance Venture Capital II, L.P. (“Venture Fund II”) & Performance Venture Capital III, L.P. (“Venture Fund III”)

In screening investments for Venture Fund I, Venture Fund II and Venture Fund III, PEM LLC focused on its established relationships with venture capital fund managers and the experience of its investment personnel in venture capital fund investing and analyzes potential investments using a number of factors, including:

- management team’s venture capital experience
- domain expertise
- extent of management team’s personal networks
- investment process
- size, diversity and reputation of the management team

Potential investments may be sourced from the investment team’s existing relationships, general partner relationships, placement agents, financial intermediaries or through GMIMCo and its affiliates. These funds are closed to new investors.

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### Performance Opportunities Fund L.P. (“Opportunities Fund I”)

In screening investments for Opportunities Fund I, PEM LLC focuses on its existing relationships with distressed securities fund managers and the experience of its investment personnel in distressed and turnaround fund investing and analyzes potential investments using a number of factors, including:

- management team’s distressed and turnaround experience
- domain expertise
- investment strategy
- extent of management team’s personal networks
- prior performance history

Potential investments may be sourced from the investment team’s existing relationships, general partner relationships, placement agents, financial intermediaries or through GMIMCo and its affiliates.

### EFFEM Master Fund I, L.P. (“Master Fund”)

There is no single method of sourcing for the investments in Master Fund; the Master Fund will invest substantially all of its assets in one or more of the following Private Investment Funds, as directed by the limited partners: Performance Buyout Fund of Funds, L.P., Venture Fund I, Venture Fund II and Direct Fund II. As of the date hereof, Master Fund only invests in Buyout Fund of Funds, Venture Fund I and Direct Fund II.

### EFFEM Master Fund II, L.P. (“Master Fund II”) & EFFEM Master Fund II Parallel, L.P. (“Master Fund II Parallel”)

There is no single method of sourcing for the investments in Master Fund II or Master Fund II Parallel; Master Fund II and Master Fund II Parallel will invest substantially all of its assets in one or more of the following Private Investment Funds, as directed by the limited partners: Performance Buyout Fund of Funds II, L.P., Venture Fund III, Direct Fund III, and such other private investment funds that the adviser deems appropriate in accordance with the investment objectives of Master Fund II. As of the date hereof, Master Fund II only invests in Buyout Fund of Funds II, Venture Fund III and Direct Fund III.

### Material Risks Involved in Each Significant Investment Strategy or Method of Analysis

PEM LLC invests on behalf of its clients, including the Private Investment Funds, in various investments, including private equity, venture capital, and distressed investments. The business of identifying, completing and realizing on attractive distressed investments is competitive and involves a high degree of uncertainty. Some competitors in the business will have access to greater resources. Identification of attractive investment opportunities in private equity or venture capital is difficult and involves a high degree of uncertainty. Similarly, even if an

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attractive investment opportunity is identified, there is no certainty that PEM LLC's clients or funds will be permitted to invest in such opportunity (or invest in such opportunity to the fullest extent desired). Accordingly, there can be no assurance that PEM LLC will be able to identify and complete attractive investments in the future or that it will be able to invest fully.

Investments in securities issued by privately held companies involve the risk that operating results in a specified period will be difficult to predict. Such investments involve a high degree of business or financial risk that can result in substantial losses. These investments may be start-ups or in an early stage of development, may be distressed or have operating losses or significant variations in operating results and may be engaged in a rapidly changing business or sensitive to changing market conditions with products subject to a substantial risk of obsolescence.

Venture capital funds' investments focus on companies that are in relatively early stages of development. In general, financial and operating risks confronting these companies can be significant. Accordingly, venture capital investing inherently involves a high degree of risk. It is possible for an investor in a venture capital fund or separate account to lose its entire principal. In addition, the timing of any profit realization is uncertain.

Distressed investing focuses on companies that are experiencing substantial financial or business difficulties, including companies facing special competitive or product obsolescence problems or that are involved in bankruptcy or other reorganization and liquidation proceedings. Financial and operating risks confronting these companies can be significant. Investments in these companies are subject to investment-specific price fluctuations. In addition, companies undergoing reorganization are unusually vulnerable to adverse industry developments, including new regulation, increased competition, increased bargaining power of the suppliers and overall macro-economic changes such as a slowdown of the economy or exchange rates that favor competitors from foreign countries. Bankruptcy or other insolvency proceedings are highly complex and may result in unpredictable outcomes.

To the extent PEM LLC invests in funds managed by other fund managers, PEM LLC will not have an active role in the day-to-day management of the funds in which PEM LLC invests. Moreover, PEM LLC will typically not have the opportunity to evaluate the specific investments made by any fund in which it is investing. Accordingly, the returns of the PEM LLC fund or its clients will primarily depend on the efforts and performance results obtained by the investment fund managers and other investment personnel of these funds and could be substantially adversely affected by the unfavorable performance of, or an inability to retain, such investment fund managers.

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**Item 9 – Disciplinary Information**

None.

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## **Item 10 – Other Financial Industry Activities and Affiliations**

GMIMCo, a registered investment adviser, holds a 49% membership interest in PEM LLC. GMIMCo is a wholly-owned subsidiary of General Motors Asset Management Corporation (“GMAM”), which in turn is a wholly owned subsidiary of GM. GMIMCo provides investment advisory, administrative and management services to various clients, including clients which are affiliates of GMIMCo. GMIMCo may invest assets for which it exercises investment discretion in Private Investment Funds or on a side-by-side basis with such Private Investment Funds. GMIMCo does not provide investment advisory services to PEM LLC clients as a result of its ownership interest in PEM LLC. From time to time, advisory personnel of PEM LLC or GMIMCo may, on behalf of the advisory firm, serve on a portfolio company’s board of directors or otherwise act to influence management of portfolio companies. Advisory personnel may also serve on the advisory board of a Private Investment Fund in which clients have invested. Any purchase of securities by PEM LLC advisory personnel in portfolio companies or private funds is subject to the PEM LLC Code of Ethics discussed below. Similar restrictions apply to GMIMCo advisory personnel under its Code of Ethics.

GM has other subsidiaries that are banks or other financial institutions. GM and certain of its financial subsidiaries or entities with which they are associated issue various equity and fixed income securities, including certain securities of certain pooled investments. Subject to applicable laws, external managers in which PEM LLC clients invest may purchase such securities for the accounts of such managers’ clients, including on behalf of PEM LLC clients. Any such purchase presents a conflict for PEM LLC and/or such external managers because GMIMCo and its affiliates, which are PEM LLC clients and affiliates, may benefit from such purchases. Allocations to managers are made in a manner consistent with PEM LLC’s allocation policies, which are discussed in greater detail below in Item 11. In addition, PEM LLC Covered Persons (as defined in Item 11) are subject to PEM LLC’s Code of Ethics and other policies and procedures that are designed to prevent misuse of information or otherwise disadvantage PEM LLC’s clients.

Certain PEM LLC investment products and opportunities may be restricted by capacity limits from accepting capital. In certain instances PEM LLC and other PEM LLC clients have agreed in a Private Investment Fund’s governing documents to allocate a fixed percentage of such capacity for clients of GMIMCo.

The PEM LLC Investment Committee, comprised of the PEM LLC Chief Executive Officer, the PEM LLC Chief Operating Officer and the managing directors identified in Item 13, below, will source and approve private market investments for PEM LLC clients, and determine client allocations consistent with PEM LLC’s client investment allocation policies discussed below in Item 11. In addition, PEM has adopted policies and procedures that seek to ensure that any fee offsets resulting from Portfolio Fees received by PEM are allocated on a fair and equitable basis

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among PEM LLC clients. See Item 5, above, for additional information about those Portfolio Fee offsets.

The PEM LLC Investment Committee will also source private market investments for clients of GMIMCo, subject to approval by the GMIMCo Private Equity Investment Approval Committee (“GMIMCo PEIAC”), comprised of certain members of senior management of GMIMCo. Potential private market investment transactions for these clients of GMIMCo are brought by members of the PEM LLC Investment Committee to the GMIMCo PEIAC for consideration. Pursuant to the Subadvisory Agreement, GMIMCo maintains investment discretion and control with respect to private market investments for enumerated clients of GMIMCo, including the right to select counsel for GMIMCo clients to negotiate any such private market investments. Where PEM LLC clients are participating in the same investment as GMIMCo clients, PEM LLC may in its sole discretion retain the same counsel as GMIMCo with respect to such investments based upon its evaluation of such counsel and determination that such choice is appropriate and in the best interests of PEM’s clients upon factors that may include, but not limited to, the expertise of such counsel and potential cost savings for PEM’s clients. PEM evaluates the choice of legal counsel on a deal by deal basis.

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## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

As required under the Advisers Act, PEM LLC has adopted a Code of Ethics (the “Code of Ethics”) which sets forth certain standards for PEM LLC employees and certain other persons subject to PEM LLC Code of Ethics (“Covered Persons”), as required by the Advisers Act, including an obligation to comply with certain laws; avoidance and notification of conflicts of interest; standards with respect to the disclosure of confidential information; and standards with respect to the misuse of material non-public information. PEM LLC also maintains other policies and procedures as part of its Compliance Program. The Code of Ethics is summarized below, but such summary is qualified by reference to the full text of the Code of Ethics which is available upon written request to PEM LLC, Attention: Chief Compliance Officer, 2 Pickwick Plaza, Suite 310, Greenwich, CT 06830 or by contacting the Chief Compliance Officer at the phone number or e-mail address indicated in Part 1, Item 1 of this Form ADV.

The PEM LLC Code of Ethics includes certain provisions regarding transactions in certain securities, contracts and other investments (“Reportable Securities”) by Covered Persons. The PEM LLC Code of Ethics, among other things, restricts the purchase and sale by Covered Persons for their own accounts of Reportable Securities that have been or are in the process of being purchased or sold for client accounts. Covered Persons are required to provide initial and annual reports of holdings of Reportable Securities and quarterly reports of transactions involving Reportable Securities.

PEM LLC, its Covered Persons or their advisory affiliates may come into possession from time to time of material nonpublic or other confidential information about companies which, if disclosed, might affect an investor’s decision to buy, sell or hold a security. PEM LLC, its Covered Persons and their advisory affiliates are prohibited from improperly disclosing or using such information for their personal benefit or for the benefit of any person, regardless of whether such person is a client of PEM LLC or its affiliates and will comply with all applicable legal and regulatory requirements in this respect.

PEM LLC may recommend the purchase or sale of securities or other assets for client accounts in which one or more of its officers, directors or employees (and members of their families) of PEM LLC or its members, including GMIMCo or its affiliates (“affiliated persons”), directly or indirectly, has a position or interest (including through an investment in one or more private equity funds), or which an affiliated person buys or sells for himself or herself. These transactions also may include trading in securities or other assets in a manner that differs from, or is inconsistent with, the advice given to clients of PEM LLC or GMIMCo. In certain instances, an investment may be sold to, or purchased by, a client in which PEM LLC or an affiliate has an interest, such as a Private Investment Fund, including when officers or managing directors of PEM LLC hold an interest in the General Partner of the Private Investment Fund.



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Various clients of PEM LLC or its affiliates, including GMIMCo clients, may invest on a side-by-side basis with Private Investment Funds. PEM LLC seeks to allocate investments among PEM LLC's or affiliates' clients, including GMIMCo clients, and the Private Investment Funds on a fair and equitable basis, pursuant to such procedures as are detailed in PEM LLC's client investment allocation policies, private offering materials for a Private Investment Fund and/or the governing documents for such Private Investment Fund. Private Investment Funds may be established for a single investor which may or may not be a separate account client. In certain instances PEM LLC and other PEM LLC clients have agreed in a Private Investment Fund's governing documents to allocate a fixed percentage of such capacity for clients of GMIMCo. Potential and actual conflicts of interest may arise when a client (including a Private Investment Fund) has different investment characteristics, considerations (including regulatory, tax or contractual restrictions) or guidelines than other clients or when deal allocation is limited. PEM LLC's policy is to allocate opportunities for its clients on a fair and equitable basis.

PEM LLC's activities, including investment activities among the various funds, may present potential conflicts of interest regarding allocation of their time, services or other functions to the respective funds' activities. For example, conflicts of interest may be present where PEM LLC may have an incentive to allocate more or less of certain investment opportunities to Private Investment Funds depending on whether, and the extent to which, officers or managing directors of PEM LLC hold an interest in the General Partner of such Private Investment Funds. PEM LLC has procedures designed and implemented to ensure that all clients are treated fairly and equitably, and to prevent these conflicts from influencing the allocation of investment opportunities among clients. Among other things, PEM LLC maintains an allocation policy to mitigate these risks. The allocation policy is designed to ensure that the management of client assets is governed by the principles of fair and equitable allocation of investment opportunities and by acting solely in the best interest of the client. The allocation policy applies to all client account managed or advised by PEM and is to be applied on a consistent basis. All allocation recommendations are reviewed and approved by the Investment Committee of PEM LLC and an investment committee of one of PEM LLC's affiliates to ensure fair and equitable treatment. PEM LLC's compliance group has established a comprehensive quarterly allocation review process to provide assurance that the allocation of investment opportunities is appropriately authorized, performed in accordance with relevant policy and aligned with the principles of fair and equitable treatment of clients. PEM also maintains a Code of Ethics setting forth the requirements under the Advisers Act and has other policies designed to further mitigate risks posed by potential conflicts of interest.

From time to time, operating companies or investment funds in which client assets are invested may establish contractual or other relationships with GM or a GM-affiliate. For example, it is possible that underlying operating companies may provide services to GM or GM affiliates, or GM or GM affiliates may provide services or have another material commercial relationship with an underlying operating company. In addition, potential and actual conflicts of interest may

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arise when a client (including a Private Investment Fund) has different investment characteristics, considerations (including regulatory, tax or contractual restrictions) or guidelines than other clients or when deal allocation is limited. PEM LLC's policy is to allocate opportunities for its clients on a fair and equitable basis and to act in the best interest of its clients.

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## **Item 12 – Brokerage Practices**

### Investment or Brokerage Discretion

The General Partner of a Private Investment Fund, an affiliate of PEM LLC, may distribute securities to partners in the Fund or sell such securities. If the General Partner sells publicly traded securities for a Private Investment Fund or other clients, it will use the services of a third party broker, subject to PEM LLC's Trading Procedures.

### Brokerage

In selecting a broker to execute client transactions for which PEM LLC provides discretionary management, a variety of factors are considered, including: (i) prompt execution of orders, (ii) the reliability, integrity, financial condition and execution capability of the firm being considered for effecting transactions in light of the size and difficulty of executing the order, (iii) the price and (iv) the capabilities of firms to supply research services. PEM LLC has no duty or obligation to seek in advance competitive bidding for the most favorable commission rate applicable to any particular client transaction or to select any broker on the basis of its purported or "posted" commission rate. Although PEM LLC generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker involved and thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services. In selecting brokers for restricted securities, PEM LLC will often use a market maker or other broker PEM LLC believes can efficiently and promptly work with the issuer and its transfer agent to remove restricted legends and sell the securities under Rule 144 or otherwise as permitted.

PEM LLC does not anticipate engaging in transactions that will generate brokerage commissions and to the extent that it uses brokerage, it is PEM LLC's general policy not to make use of soft dollars to purchase third party research in the conduct of its business. Further, PEM LLC will not participate in client directed brokerage or commission recapture programs.

### Trading Procedures

PEM LLC provides investment management services to Private Investment Funds through investments in private equity. Consequently, PEM does not conduct a large volume of trades in public securities. Once a private equity investment has been realized, PEM LLC may receive distributions of public securities at which time the Company arranges for an orderly liquidation of such positions. For such liquidations of public securities, PEM LLC uses the services of a third party broker to provide trading desk services for transactions in publicly traded securities or other public markets transactions in accounts managed by PEM LLC. For the assets under which the Company has discretion, a PEM LLC employee, with formal authority, determines the order instructions for an orderly liquidation and established oversight to ensure the accuracy of such

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orders and related processes. Compliance maintains a Restricted Issuers List to ensure oversight of personal and client trades.

PEM LLC complies with the recordkeeping requirements of Rule 204-2 of the Advisers Act including documentation of trade orders and other transactions executed on a client's behalf. The Chief Compliance Officer randomly selects and reviews trade orders to ensure compliance with the Advisers Act requirements applicable to trade records and other internal control policies.

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## **Item 13 – Review of Accounts**

### In General

PEM LLC periodically reviews all of its client accounts. Compliance conducts semi-annual reviews to confirm that the investment professionals have completed their review of investment managers acting as general partners of the underlying investments in the Private Investment Funds' portfolios. Compliance issues a report to management regarding the status of such reviews. The specific interval for such reviews is a function of the particular investment strategy. PEM LLC reviews the performance of the client accounts as well as the holdings of the accounts to ensure the portfolio conforms to the clients' respective investments objectives and policies. These reviews are conducted by a Senior Managing Director who is also PEM LLC's Chief Executive Officer, Chief Investment Officer and Chairman of the Investment Committee. Other Managing Directors also conduct these reviews.

### Private Investment Fund Reviews

Investments made by Private Investment Funds are generally long-term in nature and illiquid. Accordingly, the review process is generally not directed toward short-term sell decisions. PEM LLC will review all investments made by a Private Investment Fund at the time of investment and on a periodic basis (generally quarterly). A review will be made at the time of investment to ensure that the investment is in compliance with the investment objective and the investment restrictions of a Private Investment Fund. Special reviews may be triggered by significant changes in the market for particular securities or other assets or overall market conditions.

### Separate Account Review and Reviewers

Client accounts are reviewed on a periodic basis (generally quarterly or semi-annually, depending on the type of assets and the frequency of portfolio activity) by the investment team. The review focuses on the performance of the accounts and, when appropriate, the performance of the accounts relative to predetermined market indices. For some clients, this review includes an analysis of whether the asset mix continues to be appropriate. Decisions regarding changes in investment policies may result from these periodic reviews. Special reviews, not conforming to the periods described above, can be triggered by significant changes in the market for particular securities or overall market conditions.

### Reporting to Clients

Each Private Investment Fund distributes written reports to investors as provided in the governing documents, generally quarterly unaudited and annual audited information. For a Private Investment Fund established for a single client, additional reports may be provided as requested by the client.

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PEM LLC will prepare written portfolio performance reports for separate account clients on a quarterly basis, unless otherwise requested by a client. Additional information with respect to client accounts is made available pursuant to agreement with the clients or upon request from the client.

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## **Item 14 – Client Referrals and Other Compensation**

From time to time, PEM LLC enters into solicitation arrangements with placement firms, pursuant to which PEM LLC compensates such firms for client referrals that result in the provision of investment advisory services by PEM LLC. Compensation under these solicitation arrangements is determined by means of an asset-based fee and/or a fixed retainer fee payable periodically for a certain period of time. Retainer fees are typically payable monthly, and can be paid for periods ranging from one year to the full length of the agreement. Solicitation fees to date range from 0.45 to 0.90 percent of investor capital commitments. Such fees are paid by PEM LLC and do not result in additional costs to the investors. In addition, under certain conditions, PEM LLC may be entitled to rebates or offsets with respect to such retainer and/or solicitation fees. From time to time, PEM LLC may enter into additional solicitation arrangements and may compensate persons, including principals and employees for client referrals. All such payments will comply with Rule 206(4)-3 of the Advisers Act.

As noted in Item 5, PEM LLC (or the general partner of a fund managed by PEM LLC) and/or its affiliate, GMIMCo, may also receive Portfolio Fees directly or indirectly from Portfolio Companies. Portfolio Fees include: (i) directors' fees received by PEM LLC (or a fund's general partner) or its employees; (ii) PEM LLC's (or such fund's) pro rata portion of break-up fees received by PEM LLC (or such fund's general partner), or its employees; and (iii) consulting, commitment, advisory, monitoring and similar fees received by PEM LLC (or such fund's general partner) or its affiliates in respect of services provided to portfolio companies and investments made by PEM LLC (or the Fund), in each case excluding any portion of those fees attributable to parallel and similar vehicles. Any such Portfolio Fees received by PEM LLC (or the general partner of a fund managed by PEM LLC) will be used to offset the advisory fees payable by the applicable PEM LLC discretionary fund and separate account clients. For the avoidance of doubt, any such fees received in respect of a parallel vehicle, side-by-side investment or similar vehicle or investment, including any fees that may be payable to GMIMCo as a result of side-by-side investments by its clients, are not Portfolio Fees and will not be offset against PEM LLC's advisory fee.

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## **Item 15 – Custody**

PEM LLC’s separate account clients and Private Investment Funds generally maintain custody arrangements through independent qualified custodians. However, PEM LLC or a related person may in some circumstances be deemed to have “custody” (as defined in Rule 206(4)-2 under the Advisers Act (the “Rule”)) of client securities and funds, even though it does not actually maintain client assets. The Private Investment Funds have selected as their qualified custodian Bank of America Merrill Lynch, San Francisco, California, United States.

Advisory clients with respect to which PEM LLC or a related person has been deemed to have “custody” under the Rule receive audited financial statements on an annual basis within 120 days of the end of the Fund’s fiscal year (for direct investment funds) and within 180 days of the end of the Fund’s fiscal year (for Funds operating as fund of funds). PEM LLC also provides clients with unaudited financial statements on a quarterly basis.



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**Item 16 – Investment Discretion**

PEM LLC accepts discretionary authority to manage securities only to the extent that it is an investment adviser to the Private Investment Fund providing such authority. Such authority is limited by the relevant fund's governing documents. PEM LLC typically receives discretionary authority, including a power of attorney, through the limited partnership agreement constituting the Private Investment Fund. In all cases, such discretion is exercised in a manner consistent with the stated investment objectives for the particular Private Investment Fund. In other respects, this Item is not applicable to PEM LLC.

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## Item 17 – Voting Client Securities

### Proxy Voting Policies and Procedures

PEM LLC clients cannot direct or influence PEM LLC's vote in any instances in which PEM LLC is required to vote a proxy. PEM LLC has adopted proxy voting policies and procedures (the "Procedures") pursuant to the Advisers Act. The Procedures are summarized below, but such summary is qualified by reference to the full text of the Procedures which are available upon written request to PEM LLC, Attention: Chief Compliance Officer, 2 Pickwick Plaza, Suite 310, Greenwich, CT 06830 or by contacting the Chief Compliance Officer as indicated in Part 1, Item 1 of this Form ADV. PEM LLC clients may obtain information regarding how their proxies were voted by contacting the Chief Compliance Officer.

Each Managing Director or responsible investment professional employed by PEM LLC has the authority to vote proxies in accordance with the Procedures and is responsible for submitting the proxy votes on PEM LLC's behalf in a timely manner. Proxies are evaluated and voted solely in the best interest of PEM LLC's clients, giving due regard to precedent and criteria that have been developed by PEM LLC for evaluating and voting proxies (the "Guidelines"). A Proxy Voting Coordinator (the "PVC") appointed by the Chief Executive Officer of PEM LLC is responsible for, among other things, oversight and administration of proxy voting on behalf of PEM LLC's clients. The PVC will periodically report to the Chief Compliance Officer of PEM LLC regarding the administration of the Procedures and will recommend any changes deemed appropriate.

PEM LLC may have a conflict of interest in voting a particular proxy. A conflict of interest could arise, for example, as a result of a business relationship with a company, or a direct or indirect business interest in the matter being voted upon, or as a result of a personal relationship with corporate directors or candidates for directorships. Whether a relationship creates a material conflict of interest will depend upon the facts and circumstances. In the event a Managing Director or responsible investment professional monitoring a particular proposal determines that it is in a client's best interest to vote in a manner other than in accordance with the Guidelines, or otherwise believes there is a potential conflict of interest, the matter will be referred to the PVC for review. If the PVC determines that such matter involves a potential conflict of interest resulting from a significant business relationship or significant personal or family relationship, the PVC will present the matter to a Conflicts Committee established by PEM LLC pursuant to the Procedures; as to any other matter, the PVC shall determine whether the matter should be presented to the Conflicts Committee. The Conflicts Committee is comprised of three members: the PVC; the Chief Compliance Officer of PEM LLC; and an additional executive officer of PEM LLC (such as the Chief Financial Officer or Chief Investment Officer). In the event that the Conflicts Committee determines that PEM LLC has a conflict of interest with respect to a proxy proposal, the Conflicts Committee will also determine whether the conflict is "material" to that proposal. The Conflicts Committee may determine on a case-by-case basis that a particular proposal does not involve a material conflict of interest. To make this determination, the Conflicts Committee must conclude that the proposal is not directly related to a conflict between PEM LLC's interests and those of its client.

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If the Conflicts Committee determines that a conflict is not presented, or that a conflict is not material, then PEM LLC may vote the proxy in accordance with the recommendation of the Managing Director or responsible investment professional. In the event the Conflicts Committee determines that PEM LLC has a material conflict of interest with respect to a proxy proposal, the Conflicts Committee will make a recommendation with respect to how to vote on such proposal. PEM LLC will vote on the proposal in accordance with the recommendation of the Conflicts Committee.

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**Item 18 – Financial Information**

This Item is not applicable to PEM LLC.

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**Item 19 – Requirements for State-Registered Advisers**

This Item is not applicable to PEM LLC.